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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 289185 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1999

ORDER TIME : 9:56 AM

ORDER NO. : 289185-005

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-06/28/99--01027--023

CUSTOMER NO: 9081A

*****70.00 *****70.00

CUSTOMER: Ms. Lisa K. Johnson
MACLEAN & EMA
MACLEAN & EMA
2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: 2701 PROFESSIONAL BLDG., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 6/28/99

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

99 JUN 28 AM 10:46

RECEIVED

ARTICLES OF INCORPORATION
OF
2701 PROFESSIONAL BLDG., INC.

FILED
99 JUN 28 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be 2701 PROFESSIONAL BLDG., INC. The address of the principal office of this corporation shall be 2701 N.E. 14th Street Causeway, Ste. 2, Pompano Beach, Florida 33062.

ARTICLE II
COMMENCEMENT-DURATION

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of 2701 PROFESSIONAL BLDG., INC. shall be perpetual.

ARTICLE III
PURPOSE

The general purposes for which 2701 PROFESSIONAL BLDG., INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of 2701 PROFESSIONAL BLDG., INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which 2701 PROFESSIONAL BLDG., INC. is authorized to issue is 1,000. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of 2701 PROFESSIONAL BLDG., INC. is 2701 N.E. 14th Street Causeway, Ste. 2, Pompano Beach, Florida 33062 and the name of its initial Registered Agent at such address is THOMAS J. PRADE.

ARTICLE VI
OFFICERS AND DIRECTORS

The number of Directors of 2701 PROFESSIONAL BLDG., INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of 2701 PROFESSIONAL BLDG., INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of 2701 PROFESSIONAL BLDG., INC. are as follows:

THOMAS J. PRADE	Director/President
2701 N.E. 14th Street Causeway, Ste. 2,	Secretary/Treasurer
Pompano Beach, Florida 33062	

ARTICLE VII
INCORPORATOR

The Incorporator of 2701 PROFESSIONAL BLDG., INC. is THOMAS J. PRADE, whose address is 2701 N.E. 14th Street Causeway, Ste. 2, Pompano Beach, Florida 33062.

ARTICLE VIII
CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX
PREEMPTIVE RIGHTS

Each shareholder of 2701 PROFESSIONAL BLDG., INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or

treasury shares of the corporation, or any securities of 2701 PROFESSIONAL BLDG., INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of 2701 PROFESSIONAL BLDG., INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of 2701 PROFESSIONAL BLDG., INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of 2701 PROFESSIONAL BLDG., INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of 2701 PROFESSIONAL BLDG., INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of 2701 PROFESSIONAL BLDG., INC. The provisions of said agreement may include, but shall not be limited to, the following:

- A. The voting of shares in 2701 PROFESSIONAL BLDG., INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of 2701 PROFESSIONAL BLDG., INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of 2701 PROFESSIONAL BLDG., INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in 2701 PROFESSIONAL BLDG., INC.
- E. The right and power of 2701 PROFESSIONAL BLDG., INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. Modification of the provisions of Article X or the establishment of

procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. 2701 PROFESSIONAL BLDG., INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

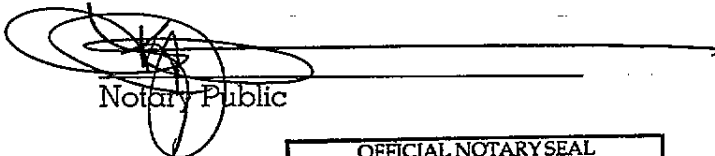
EXECUTED by the undersigned Incorporator on this 24 day of June, 1999.


THOMAS J. PRADE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared THOMAS J. PRADE, to me well known or who produced his personally known as identification and known to me to be the Incorporator of 2701 PROFESSIONAL BLDG., INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 24 day of June, 1999.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
LISA K JOHNSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC493708
MY COMMISSION EXP. SEPT 6, 1999

I, THOMAS J. PRADE, having been appointed Registered Agent of 2701 PROFESSIONAL BLDG., INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 24 day of June, 1999.


THOMAS J. PRADE

FILES/PRADE.ART

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA